

October 15, 2001

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22501-F FILED

OCT 16 '01 8:47 AM

SURFACE TRANSPORTATION BOARD



RE: Documents Submitted for Recordation

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a secondary document not previously recorded. The document is entitled Memorandum of Assignment of Interest, dated effective as of September 25, 2001 (the "Memorandum of Assignment").

The parties to the Memorandum of Assignment are:

BORROWER/MORTGAGOR:

Equistar Railcars I Master Trust
c/o Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890-0001

LENDER/ASSIGNOR

Edison Asset Securitization, L.L.C.
c/o General Electric Capital Corporation
3001 Summer Street, 2nd Floor
Stamford, Connecticut 06927

LENDER/ASSIGNOR:

General Electric Capital Corporation
3001 Summer Street, 2nd Floor
Stamford, Connecticut 06927

ASSIGNEE/LENDER:

General Electric Railcar Services Corporation
161 N. Clark Street, 7th Floor
Chicago, Illinois 60601

The said Memorandum of Assignment evidences the assignment of all interest of Edison Asset Securitization, L.L.C. in and to that certain Receivables Funding Agreement, dated October 29, 1999, which was recorded with the Board under Recordation No. 22501, and which has been subsequently supplemented five (5) times (documents evidencing such supplements having been recorded with the Board under Recordation Nos. 22501-A through 22501-E, inclusive) (the "Funding Agreement") to General Electric Capital Corporation and, in turn, the assignment by General Electric Capital Corporation of such interest in and to the Funding Agreement to General Railcar Services Corporation. This Memorandum of Assignment should be assigned Recordation No. 22501-F.

THOMPSON HINE

Hon. Vernon A. Williams
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A short summary of the Memorandum of Assignment to appear in the STB Index follows:

"Memorandum of Assignment of Interest, effective as of September 25, 2001, by Edison Asset Securitization, L.L.C., to General Electric Capital Corporation, and, in turn, by General Electric Capital Corporation to General Electric Railcar Services Corporation of all interest under that certain Receivables Funding Agreement dated October 29, 1999, by and among Equistar Railcars I Master Trust, Edison Asset Securitization, L.L.C., and General Electric Capital Corporation."

Enclosed is a remittance in the amount of \$28.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterpart not needed for your files, together with the letter from the Secretary acknowledging the filing, and the extra copy of this letter of transmittal.

Sincerely,



Stephen T. Lovelady
*Attorney for purposes of this
filing for Equistar Railcars I Master Trust,
Edison Asset Securitization, L.L.C.,
General Electric Capital Corporation, and
General Electric Railcar Services Corporation*

Enclosures

MEMORANDUM OF ASSIGNMENT OF INTEREST, effective as of September 25, 2001, among EQUISTAR RAILCARS I MASTER TRUST ("Equistar"), EDISON ASSET SECURITIZATION, L.L.C., a limited liability company organized under the laws of the State of Delaware ("Edison"), GENERAL ELECTRIC CAPITAL CORPORATION ("GE Capital") and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("GE Railcar").

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WHEREAS, Equistar, as Borrower, Edison, as Lender, and GE Capital, as Operating Agent and Collateral Agent, are parties to that certain Receivables Funding Agreement, dated as of October 29, 1999, which was recorded with the Surface Transportation Board (the "Board") on October 29, 1999, and assigned Recordation No. 22501;

WHEREAS, subsequently, such Receivables Funding Agreement was supplemented five (5) times (as so supplemented, the "Funding Agreement"), and documents evidencing such supplements were recorded with the Board as secondary documents and assigned Recordation No.s 22501-A through 22501-E (inclusive);

WHEREAS, Edison, has completely assigned all of its interest under the Funding Agreement to GE Capital, effective as of the effective date first stated above, and GE Capital has thereby directly assumed the position of the Lender under the Funding Agreement; and

WHEREAS, since GE Capital has directly assumed the position of Lender under the Funding Agreement, the positions of Collateral Agent and Operating Agent are no longer relevant or necessary and have been discontinued thereunder.

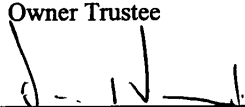
WHEREAS, GE Capital, has completely assigned all of its interest under the Funding Agreement to GE Railcar, effective as of the effective date first stated above, and GE Railcar has thereby directly assumed the position of the Lender under the Funding Agreement; and

IN WITNESS WHEREOF, the parties wish to show for the public record the above described assignment of interest in the Funding Agreement, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

[Signature pages follow.]

EQUISTAR RAILCARS I MASTER TRUST

By: WILMINGTON TRUST COMPANY, not
in its individual capacity, but solely as
Owner Trustee

By: 
Name: David A. Vanaskey Jr.
Title: Vice President

EDISON ASSET SECURITIZATION, L.L.C.

By: Mary Dierdorff
Name: Mary Dierdorff
Title: Assistant Secretary

GENERAL ELECTRIC CAPITAL
CORPORATION

By: T. Rodney Simmons
Name: T. Rodney Simmons
Title: Manager - Operations

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By: Joseph Letty
Name: Joseph Lettanzio
Title: EVP

ACKNOWLEDGMENT-EQUISTAR

COUNTY OF New Castle

STATE OF Delaware

On September 4, 2001, before me Steven Barone, a Notary Public in and for said State, personally appeared David Vansky, Vice President, of WILMINGTON TRUST COMPANY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, WILMINGTON TRUST COMPANY, not in its individual capacity, but as Owner Trustee of EQUISTAR RAILCARS I MASTER TRUST, executed the instrument as the free act and deed of such entity in such capacity.

WITNESS my hand and official seal.

(seal)

Steven Barone
Signature of Notary Public

My commission expires: _____

STEVEN MITCHELL BARONE
NOTARY PUBLIC-DELAWARE
My Commission Expires Sept. 16, 2002

ACKNOWLEDGMENT--EDISON

COUNTY OF FAIRFIELD

STATE OF CONNECTICUT

On September 28, 2001, before me Robin M. Ostlund, a Notary Public in and for said State, personally appeared Mary Dierdorff, Assistant Secretary, of EDISON ASSET SECURITIZATION, L.L.C., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, EDISON ASSET SECURITIZATION, L.L.C., executed the instrument as the free act and deed of such entity.

WITNESS my hand and official seal.

(seal)

Robin M. Ostlund
Signature of Notary Public

My commission expires: 3-31-04

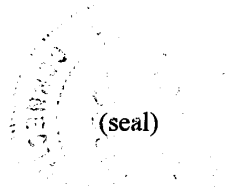
ROBIN M. OSTLUND
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2004

ACKNOWLEDGMENT--GE CAPITAL

COUNTY OF Fairfield
STATE OF Connecticut

On September 28, 2001, before me Glenda S. Loop, a Notary Public in and for said State, personally appeared T. RODNEY SIMMONS, Manager - Operations, of GENERAL ELECTRIC CAPITAL CORPORATION, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, GENERAL ELECTRIC CAPITAL CORPORATION executed the instrument as the free act and deed of such entity.

WITNESS my hand and official seal.



(seal)

Signature of Notary Public
GLEND A S. LOOP
NOTARY PUBLIC

My commission expires: MY COMMISSION EXPIRES OCT. 31, 2002

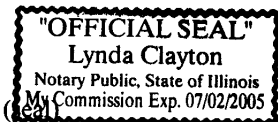
ACKNOWLEDGMENT-GE RAILCAR

COUNTY OF Cook

STATE OF Illinois

On September 28, 2001, before me Lynda Clayton, a Notary Public in and for said State, personally appeared Joseph Lattanzio, Executive Vice President of GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION executed the instrument as the free act and deed of such entity.

WITNESS my hand and official seal.



Lynda Clayton
Signature of Notary Public

My commission expires: 7/2/2005